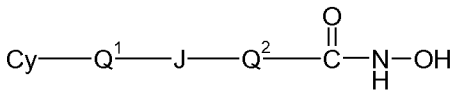
**AMENDMENTS TO THE CLAIMS:**

Please amend the claims as follows:

Claim 1-61. (Canceled)

62. (Previously Presented) A compound of the formula:



(1)

wherein:

J is a linking functional group and is independently:

-C(=O)- or -O-C(=O)- or -C(=O)-O-;

Cy is a cyclyl group and is independently:

$C_{3-20}$carbocyclyl, $C_{3-20}$heterocyclyl, or $C_{5-20}$aryl;

and is optionally substituted;

$Q^1$ is a cyclyl leader group, and is independently a divalent bidentate group obtained by removing two hydrogen atoms from a ring carbon atom of a saturated monocyclic hydrocarbon having from 4 to 7 ring atoms, or by removing two hydrogen atoms from a ring carbon atom of saturated monocyclic heterocyclic compound having

from 4 to 7 ring atoms including 1 nitrogen ring atom or 1 oxygen ring atom; and is optionally substituted;

If J is –O-C(=O)- or C(=O)-O-, then:

$Q^2$ is an acid leader group, and is independently:

$C_{1-8}$alkylene;

and is optionally substituted;

or:

$Q^2$ is an acid leader group, and is independently:

$C_{5-20}$arylene;

$C_{5-20}$arylene-$C_{1-7}$alkylene;

$C_{1-7}$alkylene-$C_{5-20}$arylene; or,

$C_{1-7}$alkylene-$C_{5-20}$arylene-$C_{1-7}$alkylene;

and is optionally substituted;

if J is -C(=O)-, then:

$Q^2$ is an acid leader group, and is independently:

$C_{5-20}$arylene;

$C_{5-20}$arylene-$C_{1-7}$alkylene;

$C_{1-7}$alkylene-$C_{5-20}$arylene; or,

$C_{1-7}$alkylene-$C_{5-20}$arylene-$C_{1-7}$alkylene;

and is optionally substituted;

and pharmaceutically acceptable salts, solvates, amides, esters, ethers, chemically protected forms, and prodrugs thereof.

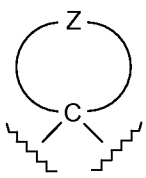
63. (Previously Presented) A compound according to claim 62, wherein J is -O-C(=O)- or -C(=O)-O-.

64. (Previously Presented) A compound according to claim 62, wherein J is -O-C(=O)-.

65. (Previously Presented) A compound according to claim 62, wherein J is -C(=O)-O-.

66. (Previously Presented) A compound according to claim 62, wherein J is -C(=O)-.

67. (Previously Presented) A compound according to claim 62, wherein $Q^1$ is independently a group of the formula:



wherein:

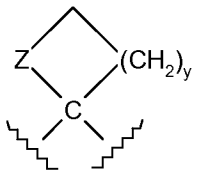
the ring independently has from 4 to 7 ring atoms;

Z is independently $-CH_2-$, $-N(R^N)-$ or -O-;

$R^N$, if present, is independently -H, $C_{1-7}$alkyl, $C_{5-20}$aryl-$C_{1-7}$alkyl, $C_{3-20}$heterocyclyl, or $C_{5-20}$aryl; and

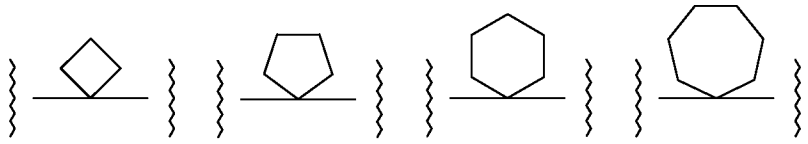
$Q^1$ is optionally further substituted.

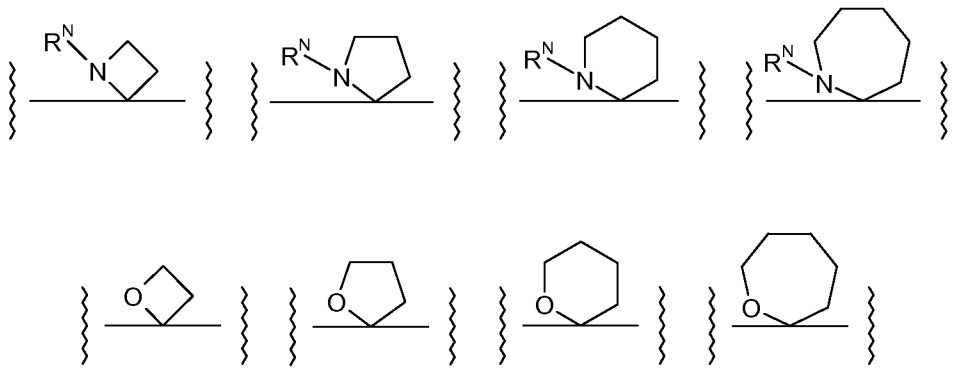
68. (Previously Presented) A compound according to claim 67, wherein $Q^1$ is independently a group of the formula:



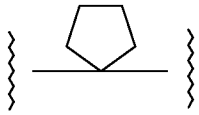

wherein y is independently 1, 2, 3, or 4.

69. (Previously Presented) A compound according to claim 68, wherein $Q^1$ is independently selected from:

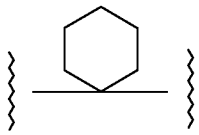




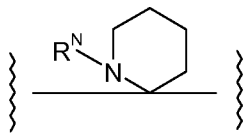
70. (Previously Presented) A compound according to claim 69, wherein $Q^1$ is independently:



71. (Previously Presented) A compound according to claim 69, wherein $Q^1$ is independently:



72. (Previously Presented) A compound according to claim 69, wherein $Q^1$ is independently:



73. (Previously Presented) A compound according to claim 67, wherein $R^N$, if present, is independently selected from: -H, -Me, -Et, -Ph, and -$CH_2$-Ph.

74. (Previously Presented) A compound according to claim 67, wherein $R^N$, if present, is independently -H.

75. (Previously Presented) A compound according to claim 62, wherein substituents on $Q^1$, if present, are independently selected from:

-F, -Cl, -Br, -I, -OH, -OMe, -OEt, -O(iPr), -Ph, -C(=O)Me, -$NH_2$, -$NMe_2$, -$NEt_2$, morpholino, -$CONH_2$, -$CONMe_2$, -NHCOMe, and =O;

and wherein, if a substituent is on an arylene group , it may additionally be selected from: -Me, -Et, -iPr, -tBu, -$CF_3$.

76. (Previously Presented) A compound according to claim 62, wherein Cy is independently $C_{3-20}$carbocyclyl; and is optionally substituted.

77. (Previously Presented) A compound according to claim 62, wherein Cy is independently $C_{3-20}$heterocyclyl; and is optionally substituted.

78. (Previously Presented) A compound according to claim 62, wherein Cy is independently $C_{5-20}$aryl; and is optionally substituted.

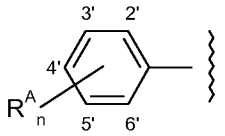
79. (Previously Presented) A compound according to claim 62, wherein Cy is independently $C_{5-20}$carboaryl or $C_{5-20}$heteroaryl; and is optionally substituted.

80. (Previously Presented) A compound according to claim 62, wherein Cy is independently $C_{5-20}$aryl derived from one of the following:

benzene, pyridine, furan, indole, pyrrole, imidazole, naphthalene, quinoline, benzimidazole, benzothiofuran, fluorene, acridine, and carbazole; and is optionally substituted.

81. (Previously Presented) A compound according to claim 62, wherein Cy is independently $C_{5-20}$aryl derived from benzene and is optionally substituted.

82. (Previously Presented) A compound according to claim 62, wherein Cy is independently an optionally substituted phenyl group of the formula:




wherein n is independently an integer from 0 to 5, and

each $R^A$ is independently a substituent.

83. (Previously Presented) A compound according to claim 82, wherein n is 0.

84. (Previously Presented) A compound according to claim 82, wherein n is 1, and the $R^A$ group is in the 4'-position.

85. (Previously Presented) A compound according to claim 82, wherein n is 2, and one $R^A$ group is in the 4'-position, and the other $R^A$ group is in the 2'-position.

86. (Previously Presented) A compound according to claim 82, wherein n is 2, and one $R^A$ group is in the 4'-position, and the other $R^A$ group is in the 3'-position.

87. (Previously Presented) A compound according to claim 62, wherein each of the substituents on Cy, if present, is independently selected from:

(1) ester;

(2) amido;

(3) acyl;

(4) halo;

(5) hydroxy;

(6) ether;

(7) $C_{1-7}$alkyl; substituted $C_{1-7}$alkyl;

(8) $C_{5-20}$aryl; substituted $C_{5-20}$aryl;

(9) sulfonyl;

(10) sulfonamido.

88. (Previously Presented) A compound according to claim 62, wherein each of the substituents on Cy, if present, is independently selected from:

(1) -C(=O)OR$^1$, wherein R$^1$ is independently $C_{1-7}$alkyl as defined in (7);

(2) -C(=O)NR$^2$R$^3$, wherein each of R$^2$ and R$^3$ is independently -H or $C_{1-7}$alkyl as defined in (7);

(3) -C(=O)R$^4$, wherein R$^4$ is independently $C_{1-7}$alkyl as defined in (7) or $C_{5-20}$aryl as defined in (8);

(4) -F, -Cl, -Br, -I;

(5) -OH;

(6) -OR$^5$, wherein R$^5$ is independently $C_{1-7}$alkyl as defined in (7) or $C_{5-20}$aryl as defined in (8);

(7) $C_{1-7}$alkyl; substituted $C_{1-7}$alkyl;

halo-$C_{1-7}$alkyl;

amino-$C_{1-7}$alkyl;

carboxy-$C_{1-7}$alkyl;

hydroxy-$C_{1-7}$alkyl;

$C_{1-7}$alkoxy-$C_{1-7}$alkyl;

$C_{5-20}$aryl-$C_{1-7}$alkyl;

(8) $C_{5-20}$aryl; substituted $C_{5-20}$aryl;

(9) -$SO_2R^7$, wherein $R^7$ is independently $C_{1-7}$alkyl as defined in (7) or $C_{5-20}$aryl as defined in (8);

(10) -$SO_2NR^8R^9$, wherein each of $R^8$ and $R^9$ is independently -H or $C_{1-7}$alkyl as defined in (7).

89. (Previously Presented) A compound according to claim 62, wherein each of the substituents on Cy, if present, is independently selected from:

(1) -C(=O)OMe, -C(=O)OEt, -C(=O)O(Pr), -C(=O)O(iPr), -C(=O)O(nBu), -C(=O)O(sBu), -C(=O)O(iBu), -C(=O)O(tBu), -C(=O)O(nPe);

-$C(=O)OCH_2CH_2OH$, -$C(=O)OCH_2CH_2OMe$, -$C(=O)OCH_2CH_2OEt$;

(2) -$(C=O)NH_2$, -$(C=O)NMe_2$, -$(C=O)NEt_2$, -$(C=O)N(iPr)_2$, -$(C=O)N(CH_2CH_2OH)_2$;

(3) -(C=O)Me, -(C=O)Et, -(C=O)-cHex, -(C=O)Ph;

(4) -F, -Cl, -Br, -I;

(5) -OH;

(6) -OMe, -OEt, -O(iPr), -O(tBu), -OPh;

$-OCF_3$, $-OCH_2CF_3$;

$-OCH_2CH_2OH$, $-OCH_2CH_2OMe$, $-OCH_2CH_2OEt$;

$-OCH_2CH_2NH_2$, $-OCH_2CH_2NMe_2$, $-OCH_2CH_2N(iPr)_2$;

-OPh, -OPh-Me, -OPh-OH, -OPh-OMe, O-Ph-F, -OPh-Cl, -OPh-Br, -OPh-I;

(7) -Me, -Et, -nPr, -iPr, -nBu, -iBu, -sBu, -tBu, -nPe;

$-CF_3$, $-CH_2CF_3$;

$-CH_2CH_2OH$, $-CH_2CH_2OMe$, $-CH_2CH_2OEt$;

$-CH_2CH_2NH_2$, $-CH_2CH_2NMe_2$, $-CH_2CH_2N(iPr)_2$;

$-CH_2$-Ph;

(8) -Ph, -Ph-Me, -Ph-OH, -Ph-OMe, -Ph-F, -Ph-Cl, -Ph-Br, -Ph-I;

(9) $-SO_2Me$, $-SO_2Et$, $-SO_2Ph$;

(10) $-SO_2NH_2$, $-SO_2NMe_2$, $-SO_2NEt_2$.

90. (Previously Presented) A compound according to claim 62, wherein each of the substituents on Cy, if present, is independently selected from:

-C(=O)OMe, -OMe, -C(=O)Me, -$SO_2$Me, -$SO_2NMe_2$, -C(=O)$NH_2$, -$OCF_3$, and -$CH_2CH_2OH$.

91. (Previously Presented) A compound according to claim 62, wherein the acid leader group, $Q^2$, is independently:

$C_{5-20}$arylene;

and is optionally substituted.

92. (Previously Presented) A compound according to claim 62, wherein $Q^2$ is independently $C_{5-6}$arylene; and is optionally substituted.

93. (Previously Presented) A compound according to claim 62, wherein $Q^2$ is independently phenylene; and is optionally substituted.

94. (Previously Presented) A compound according to claim 93, wherein the phenylene linkage is meta or para.

95. (Previously Presented) A compound according to claim 93, wherein the phenylene linkage is meta.

96. (Previously Presented) A compound according to claim 93, wherein the phenylene linkage is para.

97. (Previously Presented) A compound according to claim 91, wherein $Q^2$ is independently unsubstituted.

98. (Previously Presented) A compound according to claim 62, wherein J is -O-C(=O)- or -C(=O)-O- and the acid leader group, $Q^2$, is independently:

$C_{1-8}$alkylene;

and is optionally substituted.

99. (Previously Presented) A compound according to claim 62, wherein J is -O-C(=O)- or -C(=O)-O- and $Q^2$ is independently:

(a) a saturated $C_{1-7}$alkylene group; or:

(b) a partially unsaturated $C_{2-7}$alkylene group; or:

(c) an aliphatic $C_{1-7}$alkylene group; or:

(d) a linear $C_{1-7}$alkylene group; or:

(e) a branched $C_{2-7}$alkylene group; or:

(f) a saturated aliphatic $C_{1-7}$alkylene group; or:

(g) a saturated linear $C_{1-7}$alkylene group; or:

(h) a saturated branched $C_{2-7}$alkylene group; or:

(i) a partially unsaturated aliphatic $C_{2-7}$alkylene group; or:

(j) a partially unsaturated linear $C_{2-7}$alkylene group; or:

(k) a partially unsaturated branched $C_{2-7}$alkylene group;

and is optionally substituted.

100. (Previously Presented) A compound according to claim 62, wherein J is -O-C(=O)- or -C(=O)-O- and $Q^2$ is independently selected from:

$-(CH_2)_5-$; $-(CH_2)_6-$; $-(CH_2)_7-$; and $-(CH_2)_8-$.

101. (Previously Presented) A compound according to claim 62, wherein $Q^2$ is independently:

$C_{5-20}$arylene-$C_{1-7}$alkylene;

$C_{1-7}$alkylene-$C_{5-20}$arylene; or,

$C_{1-7}$alkylene-$C_{5-20}$arylene-$C_{1-7}$alkylene;

and is optionally substituted.

102. (Previously Presented) A compound according to claim 62, wherein $Q^2$ is independently:

$C_{5-6}$arylene-$C_{1-7}$alkylene;

$C_{1-7}$alkylene-$C_{5-6}$arylene; or,

$C_{1-7}$alkylene-$C_{5-6}$arylene-$C_{1-7}$alkylene;

and is optionally substituted.

103. (Previously Presented) A compound according to any claim 62, wherein $Q^2$ is independently:

phenylene-$C_{1-7}$alkylene;

$C_{1-7}$alkylene-phenylene; or,

$C_{1-7}$alkylene-phenylene-$C_{1-7}$alkylene;

and is optionally substituted.

104. (Previously Presented) A compound according to claim 62, wherein $Q^2$ independently has a backbone of from 5 to 6 atoms.

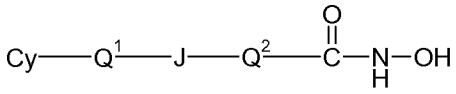
105. (Previously Presented) A compound according to claim 62, wherein each of the substituents on $Q^2$, if present, is independently selected from:

halo, hydroxy, ether, $C_{1-7}$alkoxy, $C_{5-20}$aryl, acyl, amino, amido, acylamido, nitro, and oxo; and wherein, if a substituent is on an arylene group, it may additionally be selected from: $C_{1-7}$alkyl and substituted $C_{1-7}$alkyl.

106. (Previously Presented) A compound according to claim 62, wherein each of the substituents on $Q^2$, if present, is independently selected from:

-F, -Cl, -Br, -I, -OH, -OMe, -OEt, -O(iPr), -Ph, -C(=O)Me, $-NH_2$, $-NMe_2$, $-NEt_2$, morpholino, $-CONH_2$, $-CONMe_2$, -NHCOMe, $-NO_2$, and =O; and wherein, if a substituent is on an arylene group, it may additionally be selected from: -Me, -Et, -iPr, -tBu, $-CF_3$.

107. (Previously Presented) A compound of the formula:

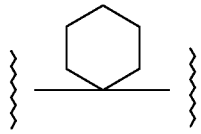


(1)

wherein:

J is independently: -C(=O)-O-;

$Q^1$ is independently:

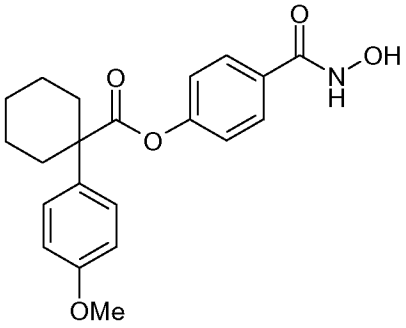
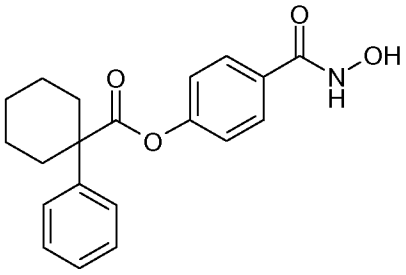
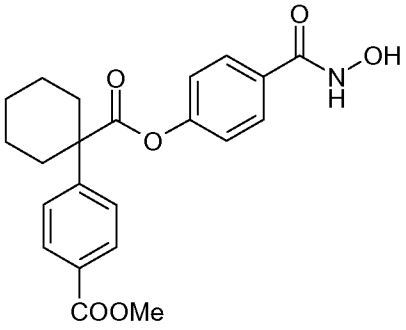


$Q^2$ is phenylene, and is optionally substituted;

Cy is phenyl, and is optionally substituted;

and pharmaceutically acceptable salts, solvates, amides, esters, ethers, chemically protected forms, and prodrugs thereof.

108. (Previously Presented) A compound selected from the following compounds, and pharmaceutically acceptable salts, solvates, amides, esters, ethers, chemically protected forms, and prodrugs thereof:

| | | |
|---|---|---|
| 1 |  | PX118478 |
| 2 |  | PX118479 |
| 3 |  | PX118480 |

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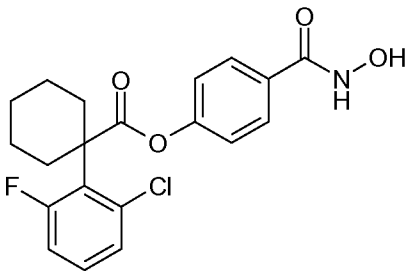
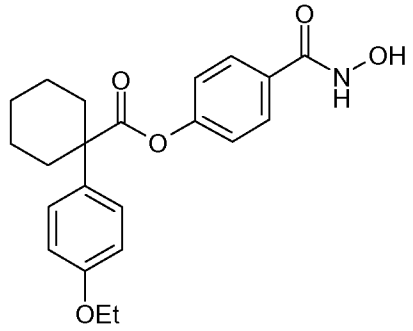
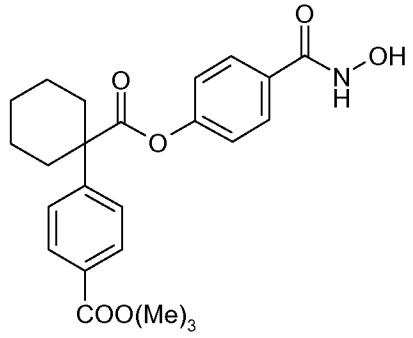
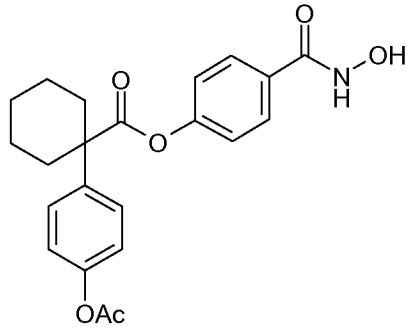
|---|---|---|
| 4 |  | PX119101 |
| 5 |  | PX118925 |
| 6 |  | PX118926 |
| 7 |  | PX118959 |

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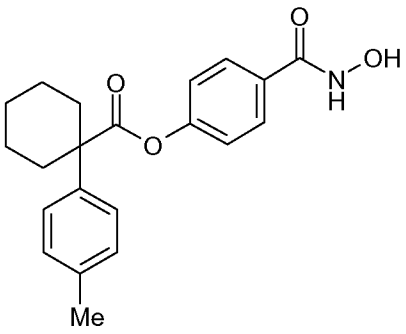
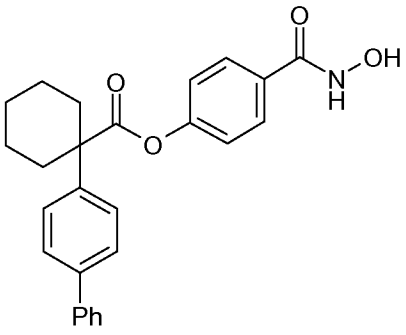
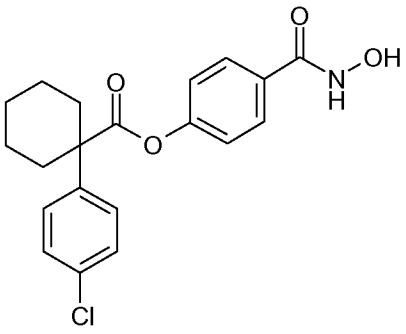
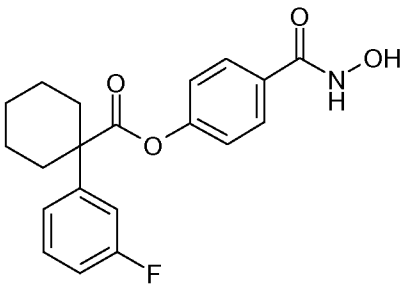
|---|---|---|
| 8 |  | PX118966 |
| 9 |  | PX119058 |
| 10 |  | PX119059 |
| 11 |  | PX119061 |

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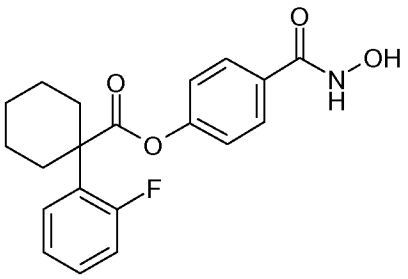
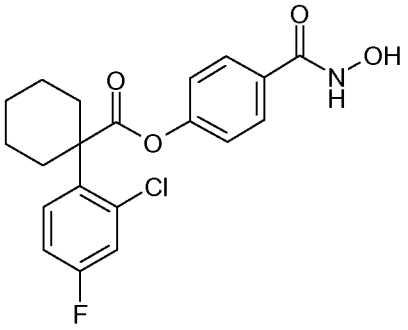
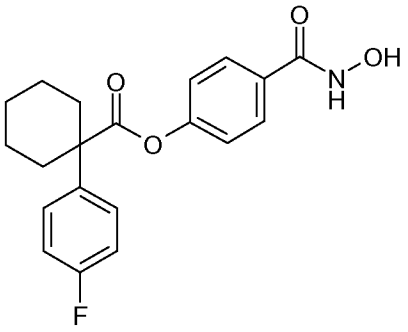
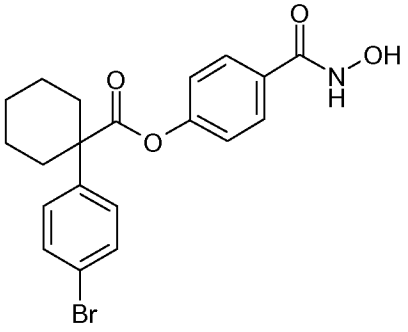
|---|---|---|
| 12 |  | PX119062 |
| 13 |  | PX119064 |
| 14 |  | PX119065 |
| 15 |  | PX119084 |

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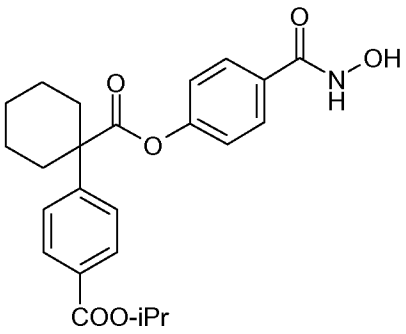
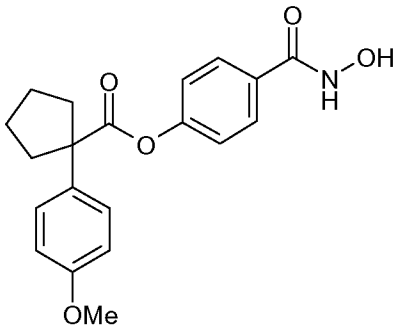
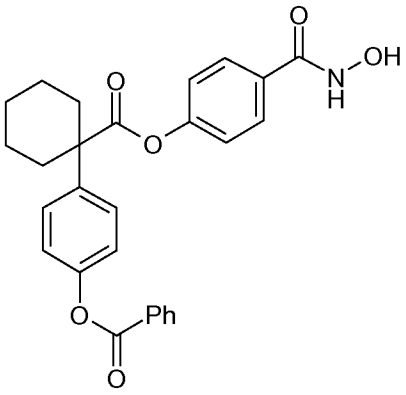
|---|---|---|
| 16 |  | PX119100 |
| 17 |  | PX119063 |
| 18 |  | PX119085 |

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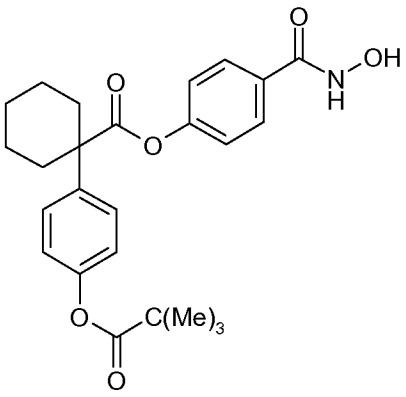
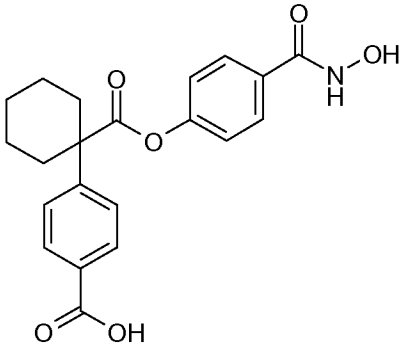
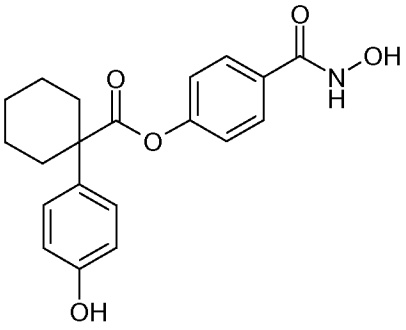
| 19 |  | PX119086 |
| 20 |  | PX119102 |
| 21 |  | PX119103 |

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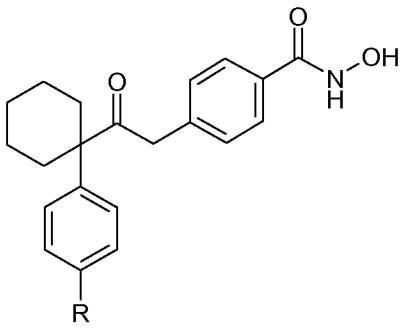
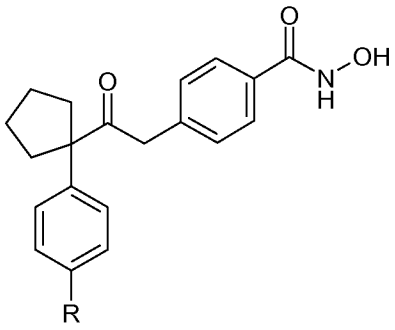
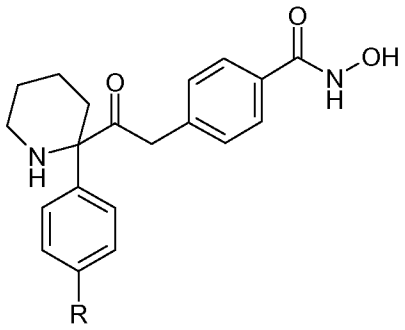
|---|---|---|
| 22 |  | |
| 23 |  | |
| 24 |  | |

109. (Previously Presented) A composition comprising a compound according to claim 62 and a pharmaceutically acceptable carrier.

110. (Previously Presented) A method of inhibiting HDAC in a cell comprising contacting said cell with an effective amount of a compound according to claim 62.

Claims 111-114. (Canceled)

115. (new) A method of inhibiting HDAC in a subject comprising administering to a subject an effective amount of a compound according to claim 62.

116. (new) A method of inhibiting HDAC in a subject comprising administering to a subject suffering from a proliferative condition an effective amount of a compound according to claim 62, wherein the proliferative condition is selected from:

cancer;

psoriasis;

a fibroproliferative disorder; liver fibrosis;

smooth muscle proliferative disorder; atherosclerosis; restenosis;

a neurodegenative disease; Alzheimer's; Parkinson's; Huntington's chorea; amyotropic lateral sclerosis; spino-cerebellar degeneration;

an inflammatory disease; osteoarthritis; rheumatoid arthritis;

a diseases involving angiogenesis; rheumatoid arthritis; diabetic retinopathy;

a haematopoietic disorder; anaemia; sickle cell anaemia; thalassaeimia;

a fungal infection;

a parasitic infection; malaria; trypanosomiasis; helminthiasis; a protozoal infection;

a bacterial infection;

a viral infection;

a condition treatable by immune modulation; multiple sclerosis; autoimmune diabetes; lupus; atopic dermatitis; an allergy; asthma; allergic rhinitis; and inflammatory bowel disease.

117. (new) A method of inhibiting HDAC in a subject comprising administering to a subject suffering from cancer an effective amount of a compound according to claim 62.

118. (new) A method of inhibiting HDAC in a subject comprising administering to a subject suffering from psoriasis an effective amount of a compound according to claim 62.